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RECORDATION NO. _____ Filed & Recorded
JUL 12 1971 4 00 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT TO
MARATHON LEASING COMPANY EQUIPMENT TRUST AGREEMENT
SERIES 1

By Equipment Trust Agreement dated as of November 1, 1970 (the "Agreement") between Marathon Leasing Company (the "Company") and Bank of the Southwest National Association, Houston, Trustee (the "Trustee"), the Trustee agreed to issue Trust Certificates in an aggregate amount not to exceed \$450,000 to persons designated by the Company and agreed to deliver the proceeds of such sale to the Company in consideration of the delivery by the Company to the Trustee of certain railroad equipment described in the Agreement, which equipment has been leased by the Trustee to the Company.

Exhibit "A" attached to and made a part of the Agreement entitled "Description of Trust Equipment" erroneously described the tank cars as "RTMX 3040 through 3072", whereas it was the intention of the parties that the tank car initials be "RTMX".

Therefore, for and in consideration of the promises and agreements contained in the Agreement, and for other valuable consideration, the Company and the Trustee hereby amend Exhibit "A" of the Agreement to read as follows: . . .

"EXHIBIT "A"

Description of Trust Equipment

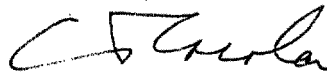
<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>
33 railroad tank cars	DOT112A 340W	33,500	RTMX 3040 through 3072

Except as amended and modified hereby, the Agreement shall remain and continue in full force and effect as originally written, and the Agreement, as hereby amended, is hereby in all respects ratified and confirmed.

IN WITNESS WHEREOF the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seal duly attested, to be hereunto affixed as of this 14th day of MAY, 1971.

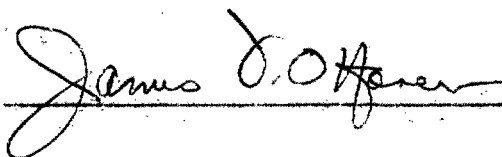
MARATHON LEASING COMPANY

By



~~Vice~~ President

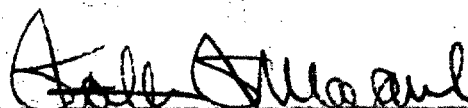
ATTEST:



(Corporate Seal)

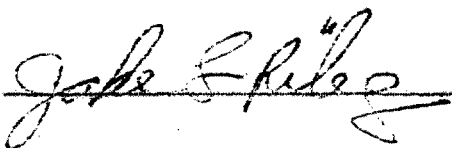
BANK OF THE SOUTHWEST NATIONAL
ASSOCIATION, HOUSTON

By



Trust Officer

ATTEST:



(Corporate Seal)

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned a Notary Public in and for said County and State on this day personally appeared P. Carlson, President of MARATHON LEASING COMPANY, a Delaware corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act and deed of said corporation and that he executed the same as the act and deed of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 2nd day of July, 1971.

Erlyss Gunstenson
Notary Public in and for
Harris County, T e x a s

ERLYSS GUNSTENSON

Notary Public, in and for Harris County, Texas
My Commission Expires June 1, 197 3

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned a Notary Public in and for said County and State, on this day personally appeared Walter Maguire, Trust Officer of BANK OF THE SOUTHWEST NATIONAL ASSOCIATION, HOUSTON, a national banking association, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act and deed of said association and that he executed the same as the act and deed of such association for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 10th day of May, 1971.

Ruby L. Marrero
Notary Public in and for
Harris County, T e x a s

RUBY L. MARRERO

Notary Public in and for Harris County, Texas
My Commission Expires June 1, 19 72